

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

**IN RE BIOZOOM, INC. SECURITIES  
LITIGATION**

)  
) **Master File No. 1:14-cv-01087-JG**  
)  
)

) **Judge James S. Gwin**  
)

) **RESPONSE TO DEFENDANTS’**  
) **NOTICE OF INTENT TO FILE**  
) **OPPOSITION TO PLAINTIFFS’**  
) **MOTION FOR LEAVE TO AMEND**  
)

Plaintiffs respectfully file this Response to Defendants’ Notice of Intent to File Opposition to Plaintiffs’ Motion for Leave to Amend (“Defendants’ Notice”) [Dkt. #130] to address certain assertions in Defendants’ Notice.

As an initial matter, Plaintiffs’ counsel contacted Defendants’ counsel immediately after Defendants filed their Notice, explained that contrary to assertions in the Notice, Plaintiffs did not purport, and do not intend, to reassert claims that were dismissed, and proposed that the parties file a joint stipulation with the Court, setting forth the narrow scope of Plaintiffs’ proposed amendments and clarifying that the proposed Third Amended Complaint is subject to the Court’s February 26, 2015 Order [Dkt. #127]. Defendants indicated that their preferred course would be for Plaintiffs to unilaterally submit to the Court the content of their proposed Stipulation. Accordingly, Plaintiffs submit this brief Response to Defendants’ Notice.

On March 9, 2015, Plaintiffs sought leave to file a Third Amended Complaint solely to clarify their allegations concerning the trade date, settlement date, and date of delivery of Biozoom common stock to Corso and Spiteri (the “New Allegations”).

The proposed Third Amended Complaint is identical in all respects to Plaintiffs’ Second Amended Complaint – except for such New Allegations – so as to avoid any new disputes pertaining to the claims already reviewed by the Court pursuant to its February 26, 2015 Order.

The proposed Third Amended Complaint does not purport to add any new claims, or to reassert any claims already dismissed pursuant to the Court’s February 26, 2015 Order against any Defendant, except for Corso and Spiteri’s claims under Section 12(a)(1) of the Securities Act of 1933 that may be dependent upon such trade, settlement, and delivery dates of Biozoom common stock to Corso and Spiteri.

Plaintiffs understand that the proposed Third Amended Complaint shall in all respects be subject to, governed by, and interpreted in accordance with, this Court’s February 26, 2015 Order [Dkt. #127].

Dated: March 11, 2015

Respectfully Submitted,

/s/ Alan L. Rosca

Alan L. Rosca

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*Counsel for Lead Plaintiff and additional  
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**CERTIFICATE OF SERVICE**

I, Alan Rosca, hereby certify that on March 11, 2015, I filed the foregoing Response to Defendants' Notice of Intent to File Opposition to Plaintiffs' Motion for Leave to Amend with the Clerk of Court using the CM/ECF docketing system, which will send notification of such filing.

/s/ Alan L. Rosca

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